

# **EXHIBIT 3**

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA

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In Re: ) Case No. 19-30088  
 ) Chapter 11  
PG&E CORPORATION AND PACIFIC )  
GAS AND ELECTRIC COMPANY ) San Francisco, California  
 ) Friday, December 4, 2020  
Debtors. ) 9:30 AM  
 )

ORAL RULING ON REORGANIZED  
DEBTORS' MOTION TO APPROVE  
SECURITIES ADR AND RELATED  
PROCEDURES FOR RESOLVING  
SUBORDINATED SECURITIES  
CLAIMS [8964]

ORAL RULING ON SECURITIES  
LEAN PLAINTIFF'S MOTION TO  
APPLY BANKRUPTCY RULE 7023  
AND CERTIFY A LIMITED CLASS  
[9152]

TRANSCRIPT OF PROCEEDINGS  
BEFORE THE HONORABLE DENNIS MONTALI  
UNITED STATES BANKRUPTCY JUDGE

APPEARANCES (via CourtCall):

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Court Recorder:

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1 SAN FRANCISCO, CALIFORNIA, FRIDAY, DECEMBER 4, 2020, 9:30 AM

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3 (Call to order of the Court.)

4 THE CLERK: Court is now in session. The Honorable  
5 Dennis Montali presiding. Calling the matter of PG&E  
6 Corporation.

7 THE COURT: Hi. Good morning everyone, or good  
8 evening, or good afternoon for the east coast. I won't take  
9 appearances because, again, we have lots of counsel on the  
10 call.

11 I see on the call sign-up Mr. Dubbs, Mr. Slack, and  
12 Mr. Karotkin. They were the three counsel who were active in  
13 the hearing we had on the 17th, and so at the end of what I  
14 have to say if they need to be heard, I'll take their  
15 appearances.

16 So I've scheduled this as an oral ruling on what we  
17 conveniently call the ADR procedures motion, and the Rule 723  
18 motion -- 7023 motion that was argued on the 17th. And this is  
19 my oral ruling on the motions to approve the securities ADR  
20 procedures, and to consider application of Federal Rule of  
21 Bankruptcy Procedure 7023. Those motions were fully briefed  
22 and argued on November 17th, 2020.

23 Rather than take the time to draft a detailed  
24 memorandum decision with citations and legal analysis, I've  
25 chosen to exercise my discretion to implement the procedure

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that I find preferable as quickly as possible.

In short, I am going to grant the ADR motion with some modifications, and defer on this, deny for now, the competing Rule 7023 procedure advocated by the securities lead plaintiffs and various parties who joined them. The reasons are multiple.

First, the proposed date -- excuse me, there's a phone ringing in the background, let me just wait till it stops. Hold on. All right. This is the problem I have of trying to work at home.

Anyway, the reasons are multiple. Well, first the proposed ADR procedures resemble procedures already implemented in this massive case for approximately 12,000 nonfire, nonsecurities claims, both with respect to numerous omnibus objections and also a slightly different approach that has begun for mediation of some of those claims.

While the process for disposition of the thousands of fire victim claims are outside the Court's jurisdiction and control, there are similar procedures for negotiation and mediation that have been implemented there. While those similarities do not alone compel application for the securities fraud claims, a consistent approach is a good factor to include in the list of reasons for this decision.

Further, when I denied the original class action, Rule 7023 motion several months ago, I authorized the implementation of a procedure to provide for a claims filing regime for

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securities fraud claimants. That produced 7,000 claims to  
administer and deal with.

Going back to a variance on what was rejected before  
might well cause confusion, particularly for those who did not  
file claims the first time, and might well cause one to  
question why the Court is changing horses in the middle of the  
stream. For now, I believe it is appropriate to stick with  
that procedure, rather than go back to something that resembles  
what the securities lead plaintiffs advocated then and now.

As stated otherwise, I believe we have a well-  
established process in the bankruptcy system, apart from the  
class action world where the securities fraud claimants'  
advocates live, that facilitates consensual resolution,  
mediation, and if necessary, the traditional claims objection  
process. The bankruptcy process seems as normal and familiar  
to the bankruptcy bench and bar as does the Rule 23 class  
action process to those who practice and adjudicate there. I  
prefer to stick with a well-tried and true regime in this  
forum.

The omnibus claims objection procedure is also well  
established in the Federal Rules of Bankruptcy Procedure, and  
particularly Rule 3007(d). They are already underway in  
significant measure in this case, as I noted, and have been  
implemented in many cases that aren't even nearly considered  
so-called mega cases, and appear to be workable and efficient.

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1 I would add that the pleas by the securities lead plaintiffs  
2 that somehow due process is being denied are simply not  
3 persuasive.

4 Some objections suggest that this procedure upends the  
5 presumption that a filed claim is deemed allowed unless and  
6 until objected to; unless it's contrary to the Ninth Circuit's  
7 Lundell decision, and other authorities. I reject that  
8 argument. Lundell and the presumptions are alive and well.  
9 Nothing disrupts the process by inviting parties to compromise  
10 their positions through the offer and sale, and then move on.

11 The same is true with the mediation alternatives. If  
12 the mediation fails, the filed claims stand as allowed, unless  
13 and until the reorganized debtors object, and any suggestion  
14 that the Court's role is usurped is easy to dismiss. Most  
15 judges I know, including yours truly, don't mind making  
16 decisions when they have to. But most, again including me,  
17 really like consensual resolutions before asking for binding --  
18 or excuse me, before issuing binding and final decisions. I  
19 prefer litigants having the opportunity to determine their own  
20 outcomes.

21 Turning to more practical considerations, the acts  
22 complained of by some of the securities claimants happened  
23 almost five years ago. The bankruptcy was filed nearly two  
24 years ago. Thus, there are prospective claimants, both large  
25 and small, who didn't trade their claims and who have waited a

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1 very long time. The ADR procedures suggested by the  
2 reorganized debtors have the appeal of assuring some claimants  
3 will have an opportunity to recover some of their losses  
4 quickly and inexpensively.

5 If I doubted the reorganized debtors assurances that  
6 accepted offers will be honored promptly, either by a  
7 distribution of cash or of common stock, I would feel  
8 otherwise. In fact, the order I will make, that will issue  
9 ultimately here, will make clear that accepting offers will be  
10 honored and paid promptly.

11 I reject the opposition's arguments that somehow the  
12 reorganized debtors will pickoff unrepresentative parties, like  
13 shooting fish in a barrel. There are several reasons why I  
14 reject that argument. First, many of those parties have  
15 counsel, some of who joined in opposing the ADR motion, and  
16 quite adequately represented their client's interest. There's  
17 no reason why they can't and won't continue to do so if  
18 appropriate under the ADR procedures.

19 I further reject the notion that somehow investors,  
20 whether they be individuals or institutions, who were able to  
21 make their own investment choices for purchasing the company's  
22 stock or debt years ago, are somehow unable to make their own  
23 decisions whether to accept a recovery on some portion of what  
24 they spent when they made those investment decisions. Then  
25 they either made their own decisions or took the advice of



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1 investment advisors, stock brokers, investment committees, or  
2 otherwise. I am not going to assume that they are so  
3 unsophisticated, innocent babes in the woods who can't make  
4 their own decisions now. And if they want more information, or  
5 greater concessions from the reorganized debtors, they are free  
6 to pass on the offers and acceptance and the mediation options.

7 If they want the benefit of counsel, either at the  
8 outset of the offer acceptance process or later, when faced  
9 with mediation, nothing prevents them from organizing  
10 collectively in selecting counsel on a group basis to represent  
11 their interests.

12 Further, if it comes to the formal claims objection  
13 procedures, they can rally their forces collectively again if  
14 they wish. Simply stated, they said yes or no to a choice to  
15 whether to invest years ago. Now they can say yes or no to an  
16 offer the reorganized debtors present to them under the  
17 proposed procedures.

18 There are two changes I want to make in the order that  
19 I'll issue regarding that offer acceptance procedures. First,  
20 I believe a twenty-one day time period is too short. I'm going  
21 to insist that it be extended to thirty-five days.

22 Second, I will not require a claimant to submit a  
23 counteroffer. While that might facilitate the goal of  
24 consensual resolution, I don't think it is fair for the Court  
25 to require it. The procedures will need to be changed to make

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that clear.

If it turns out that the offer and acceptance, mediation, and related procedures failed significantly, we can revisit the question of whether remaining securities fraud claimants would be better served by some variation on a Rule 7023 process.

Turning to the mediation options, the suggestion that the reorganized debtors will have some sort of captive group of hired guns to do their bidding is offensive and is rejected. It is inconsistent with a well-established culture of unbiased neutrals that has existed in the Northern District of California District Court, and in the Northern District of California Bankruptcy Court, for decades. It is a fair, and impartial mediation process that is largely free of any court supervision.

I find it unusual that the objectors complain that the reorganized company will pay the mediators, and that the class motion solution is better because the costs can be shared. That strikes me as shortsighted or naive, because any successful class action prosecuted to judgment or mediated to a consensual result might very well, if not always does, have costs being born by the class action defendants, or here the reorganized debtors. What's wrong with that? Here, the payment of the neutrals is on the front end where it belongs.

The proposed procedures have built into them an

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1 assurance that the mediators will disclose any relationship  
2 that they have had or have with the reorganized debtors. And  
3 as I will explain later, I will also require an adequate  
4 showing of the training, and qualification of the mediators who  
5 are named by the reorganized debtors. If for some reason any  
6 securities fraud claimant believes he, or she, or it is forced  
7 to appear before an improper or unqualified mediator, the  
8 procedures themselves have some built-in safeguards, and in the  
9 alternative, there can always be resort to the Court to replace  
10 any particular mediator for good reason. For now, I'm simply  
11 going to assume that anyone bringing baggage that might  
12 disqualify him or her as a mediator under this procedure will  
13 not get on the approved list to begin with.

14 One of the variations I also will require under the  
15 securities ADR procedures, which are found in Exhibit A-2 to  
16 the debtors' proposed order approving the ADR procedures, at  
17 Doc. 9378-1, is that what will have to be posted on the website  
18 available to the securities fraud claimants information about  
19 the mediators who are on the approved list.

20 I'll refer as an example, specifically, to our own  
21 Bankruptcy Dispute Resolution Program which is on our court's  
22 website. Any party using that procedure can go to that website  
23 and see the name, the law firm affiliation, if any, the  
24 educational background, ADR experience, and other relevant  
25 information about the volunteers who might be available to

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mediate for them.

As an aside, I just went a couple of days to make sure that list was up-to-date. And who do you think the very first person listed on the Bankruptcy Dispute and (sic) Resolution Program is none other than Peter Benvenutti, one of debtors' counsel. I don't know whether he'll be on the mediator's list, or I'm presuming he won't be, he can't be, but the point is that there's an example of looking to a public document to see information about someone who might be involved in a matter that's relevant to the decision that will be made.

In this case, since the reorganized debtors will be listing those mediators, that same information will have to be available on a consistent basis, so all parties required to participate in the mediation will be able to have the basic information about the selected mediator.

There is one specific additional point I want to stress on this point, and that is that the mediation alternative cannot be implemented twice, in my opinion, unless a particular claimant agrees. And what I mean specifically is that if the reorganized debtors designate a claim for the abbreviated mediation process and that process is not successful, the claimant cannot be subjected to then going through the standard mediation process, unless the claimant specifically agrees in writing to try a second mediation effort. I don't have to worry about the reverse. I don't

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1 think a standard mediation that is unsuccessful will result in  
2 a suggestion that we have an abbreviated mediation, but the  
3 order, and the related information -- excuse me, related  
4 procedures will have to make that clear. It's one-time  
5 mediation, not two, unless you agree to it.

6 As for the securities claim information procedures, I  
7 am encouraged by reorganized debtors' counsel's suggestion made  
8 during the hearing on November 17th. Specifically, Mr.  
9 Karotkin stated, and I quote, "What we would propose, Your  
10 Honor, is submitting to the Court on notice, almost like a  
11 mini-disclosure statement in connection with the offer and  
12 acceptance procedures, as well as the mediation. People can  
13 look at it. People can comment on it. So it will be very  
14 certain that people who aren't subject to our process will  
15 clearly understand what's going on" -- I think that's a typo --  
16 who are subject to our process will clearly understand what's  
17 going on. That's the end of the quote, even if I misquoted.

18 Another legitimate concern of some objectors is if  
19 they have already provided the requisite information to support  
20 their claims, and shouldn't have to do it again. In the same  
21 colloquy, Mr. Karotkin assured me that parties who have already  
22 provided extensive information to support their claim will not  
23 have to do it a second time. He stated, and again I'm going to  
24 quote with a slight edit, "And as we said, we will go through  
25 the claims to make sure that to the extent someone has provided

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information, we will not ask," that party "to duplicate that to avoid any burden."

Turning now to the omnibus objection procedures, the reorganized debtors' proposals are set forth in Exhibit A-3 to the proposed order that I mentioned a moment ago. I will permit the use of those objection procedures, as I have done for nonfire, nonsecurities' claims, and which have been working quite well, efficiently and with minimal court involvement.

The debtors have asked me to expand on Bankruptcy Rule 3007(d) to permit some additional categories of omnibus claims objections. I am prepared to do that for the first two categories of omnibus objections that are set forth in paragraphs 8(a) and 8(b) of the proposed order.

Subparagraph(a), or paragraph 8(a), pertains to purchases of equities, securities, or debt that occurred outside of the subject period as set forth in the extended bar date order.

And subparagraph (b) covers securities claims that were sold before release of any purported corrective disclosures. Those strike me as routine, procedural, nonsubstantive, and a proper and efficient way of cutting down on the number of claims that have to be administered in any further proceedings or processes.

I am rejecting the reorganized debtors' proposal in paragraph 8(c), namely an objection based upon failure to

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1 submit a completed trading information request form by any  
2 deadline. That seems inconsistent with the principal that  
3 prohibits disallowing a claim in the face of the presumption of  
4 allowance, absent a substantive basis to disallow it under  
5 Section 502. It is also consistent with my own reported  
6 decision in the Heath (phonetic) case, and the Supreme Court  
7 precedent, Travelers v. PG&E, one of my favorites.

8 In other words, if a securities fraud claimant is  
9 unwilling or unable to complete the trading information request  
10 form, the consequence shouldn't be a disallowance of the claim  
11 as a matter of law. The proper alternative, consistent with  
12 due process, is to require the debtors to frame an objection  
13 along the lines of stating, for example, that the information  
14 is not sufficient to provide a basis to establish the  
15 liability, or any other ground that is permissible as a  
16 substantive matter.

17 Next, in paragraph 8(d) of the proposed order,  
18 reorganized debtors ask that there be a procedure, an omnibus  
19 objection procedure, based upon the parties and what the  
20 parties and the briefing called, "unauthorized bulk claims". I  
21 am worried that permitting that procedure at this point takes  
22 us down a slippery slope of turning an efficient, and a way of  
23 dealing with multiple similar claims, into an inappropriate way  
24 of dealing with the substantive merits of what might be  
25 significant, and numerous claims.

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1           Therefore, before including a bulk claim objection in  
2 an omnibus objection regime, the reorganized debtors will first  
3 have to give written notice to any prospective respondent that  
4 proof of authorization to file the claim on behalf of a known,  
5 or identified claimant is missing, and will be the subject of  
6 an omnibus objection if not provided. I'm willing to permit  
7 the reorganized debtors to use this omnibus objection for this  
8 category of claims, as long as there has been at least a  
9 forty-five day written notice period to the claimants that they  
10 must provide proof of authorization, or the claim will be  
11 objected to under the omnibus procedure.

12           I've allowed, parenthetically, that in the course of  
13 the argument on November 17th, a suggestion was made that it  
14 might be appropriate to target this type of claim objection for  
15 specifically and discrete objection and briefing, much like we  
16 had done earlier in the case with the post-petition interest  
17 issue and other discrete issues. I will leave that for further  
18 consideration, but I invite the parties to consider doing that.

19           Finally, in the omnibus category of paragraph 8(e) of  
20 the proposed order, the language appears to be consistent with  
21 what was done in the omnibus claims procedures generally at  
22 docket 8226, filed June 30th, 2020, and seems appropriate here.  
23 So to be consistent, I will permit that category of omnibus  
24 objections to proceed.

25           Returning to the suggestion by Mr. Karotkin that there



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1 will be some sort of explanation of the offer and acceptance  
2 and disclosure procedures, I want the reorganized debtors'  
3 counsel and the securities lead plaintiff's counsel to meet and  
4 confer, and to see if they can agree on suitable disclosures  
5 and exclamations -- pardon me -- explanations both as to the  
6 offer and acceptance procedures, and the mediation process, but  
7 also as to the narrowing of the information that must be  
8 provided from claimants who have already completed portions of  
9 the requisite forms.

10 I suggest that within the next thirty days, they  
11 attempt to agree on mutually acceptable language. I'll come  
12 back to that in a moment.

13 That, in brief, is my thinking on the ADR portion of  
14 the motion. I have decided to reject the Rule 7023 procedure.  
15 If I may paraphrase a former well-known politician, there are  
16 too many unknowns. For example, even Mr. Dubbs conceded that I  
17 was somewhat in uncharted waters, and he asked me to go out  
18 and be creative, or go into new territory. Well, I'm not  
19 bashful about being creative, but I am not inclined to do that  
20 here, when there seems to be a more efficient and sufficient  
21 way to proceed, as I've summarized.

22 The unknowns that don't need to be the subject of  
23 further litigation in this case now, or possible appeals in  
24 this case, include whether PERA or PERA's counsel have a  
25 conflict in representing the securities class in the district

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1 court, and the claimants here, and also whether the limited  
2 fund doctrine applies, or doesn't, to the common stock to be  
3 issued under the plan by the insolvent -- excuse me -- the  
4 solvent debtor. Next, whether the cases permit the rule to be  
5 available for a money recovery, even though the common stock to  
6 be issued is determined by a mathematical conversion of money  
7 to common stock.

8 I do not want to risk violating the principle of only  
9 non-economic recoveries under at least one of the class action  
10 alternatives. Rather than restate the briefing and arguments  
11 of both sides, I will simply note that the very presence of  
12 those disputes and the questions, some of which are unanswered  
13 and some of which, as I stated, is new territory, is reason  
14 enough not to go there at this point when the alternative is  
15 preferable to me.

16 The class action options under Rule 23 are well-  
17 established, but the class action toolbox outside of our  
18 bankruptcy world does not have the tools we have here. I am  
19 not taking Mr. Dubbs' offer to go into uncharted waters, when  
20 I have a navigation chart for traveling the bankruptcy route.  
21 For those reasons, I am going to deny without prejudice the 723  
22 motion -- 7023, excuse me.

23 And finally, I've spent a lot of time working through  
24 a very long document -- that is the proposed order and it's  
25 exhibit -- to spot some of the bigger issues I have mentioned,

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1 but there are also some, not a great deal, of lesser ones that  
2 I want changed. And what I am going to do in the next very few  
3 days, two, three days, my assistant, my judicial assistant, Ms.  
4 Thomas, will email to Mr. Slack, Mr. Karotkin, and Mr. Dubbs a  
5 very rough markup showing the relative modest changes that I  
6 want to see in Exhibits A-1, A-2, and A-3 of the proposed  
7 order. They are, perhaps, a little more than nits or  
8 redundancies or unnecessary surplusage, and some reflect  
9 portions of the ruling that I have summarized today, but I am  
10 not going to take time today, or even am I prepared today to  
11 have a proofreading or an edit to make everybody on the call  
12 listen while I say about some edit that is noncontroversial,  
13 that seems to be appropriate.

14 So I don't intend to sign any order at this point. I  
15 don't -- and including, by the way, I'm not going to sign an  
16 order that denies the 7023 procedure. I will include that when  
17 I issue the order approving the ADR procedures, in case the  
18 securities lead plaintiff -- the plaintiffs wish to seek some  
19 sort of review of my decision. But I first want to have the  
20 principal parties to have an opportunity to see and be heard on  
21 the finished product for the ADR procedures.

22 Now I would add, I don't intend to make this markup --  
23 it's is nothing more than an edited draft -- a matter of public  
24 record. I also, of course, am not having an ex parte  
25 communication with one side or the other, having my assistant

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1 send a markup of a document to show proposed edits to counsel  
2 on both sides seems adequate to me. But if there is any  
3 counsel who really, truly wants to have time to spend looking  
4 at about a forty-page redline version that's hard to follow,  
5 they're free to contact Ms. Thomas by email and request the  
6 copy be sent to them as well.

7 So here's my scheduling plan based upon what I would  
8 like to have occur: I will set a hearing on our regular PG&E  
9 calendar of January 27th, 2021, at 10 o'clock, for final  
10 approval of the ADR procedures.

11 As I said, I want counsel to meet and confer, I  
12 previously said within thirty days, and when I went back to  
13 prepare this schedule, I realized that that's a bit of a  
14 squeeze. So I am going to impose upon Mr. Slack and Mr.  
15 Karotkin on the one hand, and Mr. Dubbs on the other, to meet  
16 and confer within the next two weeks, by December 19th, and  
17 thereafter for Mr. Slack, or the reorganized debtors, to file  
18 proposed final procedures and a proposed final order no later  
19 than January 4th, 2021.

20 I will allow parties who wish to object to the final  
21 form -- again, not the substance of this ruling, just the  
22 details -- no later than January 15th. And I'll repeat that  
23 date. I want counsel to meet and confer within -- by two  
24 weeks, December 19th. I want the debtor to file proposed final  
25 procedures and order by January 4th, and I will give the

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1 parties who wish to be heard a deadline of only January 15th to  
2 file their objections.

3 And furthermore, anyone objecting, or any  
4 unrepresented claimant, must meet and confer with reorganized  
5 debtors' counsel in an attempt to resolve any objections no  
6 later than a week prior, or January 22nd. So in other words,  
7 it's a tight schedule, but it's also not a very substantive  
8 issue.

9 Proposed order and procedures by January 4th,  
10 objections by January 15th. I'll give any objecting party one  
11 week, to January 22nd, to make a good faith effort to meet and  
12 confer with reorganized debtors' counsel. If there's no  
13 attempt, or an unwillingness, or a failure to do that, I may  
14 strike any objections, but I will take up anything that's left  
15 on the January 27th calendar.

16 That's the end of my oral ruling. I hope I have not  
17 confused the issues. I want to say that when Ms. Thomas sends  
18 to principal counsel the markup, there may be some confusion  
19 because, frankly, it wasn't easy for Ms. Thomas and me to, sort  
20 of, take the document off the docket and turn it into an  
21 editable Word document without having difficult margin problems  
22 and spacing problems, but we did our best, and I have no  
23 objections if there is any confusion, by particularly Mr.  
24 Dubbs, or Mr. Slack, and their staff, to clarify through Ms.  
25 Thomas whatever might've been intended.

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1 I promise you there are no sleepers in there. I think  
2 I have identified every substantive matter in the oral ruling  
3 that I've just made, and the other things are -- in some cases,  
4 are almost self-evident like saying the same thing twice seems  
5 unnecessary, or making reference to a different procedure under  
6 the bankruptcy rules, rather than the general civil rules.

7 I will invite Mr. Karotkin or Mr. Slack or Mr. Dubbs  
8 to let me know now if there's anything they want clarified or  
9 that I've created by way of confusion, but other than that, I  
10 do not want to turn this hearing into a motion for  
11 reconsideration.

12 So I will start with Mr. Slack and Mr. Karotkin. Do  
13 you want to be heard at all?

14 MR. SLACK: Hi, Your Honor. Richard Slack for the  
15 reorganized debtor. Just one clarification on the schedule  
16 itself, which is what I took down was you want the objections  
17 on January 15th, and then a meet and confer period with the  
18 reorganized debtors, then have the opportunity to file a  
19 response to the objection. Is there --

20 THE COURT: No, no.

21 MR. SLACK: -- is there a date?

22 THE COURT: No, meet -- no, this is just editing.  
23 This is just say this instead of that. As I say, it's not an  
24 invitation for an objector to say, Judge, you should've done  
25 something different. You should've --

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1 MR. SLACK: Okay.

2 THE COURT: -- gone with the limited fund. It's truly  
3 editing.

4 MR. SLACK: Yes, okay.

5 THE COURT: And I --

6 MR. SLACK: That's what I thought.

7 THE COURT: -- genuinely suspect if the drafting -- if  
8 you and Mr. Karotkin draft something, and confer with Mr.  
9 Dubbs, there maybe will be no objections because there's  
10 nothing that I can imagine that is really going to outline or  
11 alter anybody's fate here. It's just to try to make it  
12 clearer.

13 I think maybe you'll have a better understanding of my  
14 thinking when you see the markup. And as I say, I realize this  
15 is an oddball way to go about doing this, but I didn't know any  
16 other way to deal with a long, long document. You did file a  
17 very long document that took a lot of careful reading. Okay.

18 MR. KAROTKIN: Your Honor?

19 THE COURT: Anyone else?

20 MR. KAROTKIN: Your Honor, Mr. Karotkin. I have no  
21 comments. Thank you.

22 THE COURT: Thank you, Mr. Karotkin.

23 Mr. Dubbs, anything from you?

24 MR. DUBBS: This is Thomas Dubbs for the class in the  
25 class case. We will work with Mr. Slack, pursuant to the

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1 Court's indications of what it wants to do, and we thank the  
2 Court for working its way through a complicated problem.

3 THE COURT: Okay. Well, I thank you all for your  
4 effort. As I say, I want -- I complimented you all, I believe,  
5 at the prior hearing. Having spent a lot of time over the last  
6 couple of the weeks, I again appreciate both sides' huge effort  
7 to deal with this problem, and I had to make a decision.

8 Let me say also that we still have, at least for  
9 now -- I'm assuming we still have on calendar for the 15th, the  
10 contested motion for the securities lead plaintiffs under  
11 Rule -- I mean, under Bankruptcy Code Section 503. So if  
12 between now and the 15th, if either or any of you three that  
13 I've talked to -- or any people working with you -- really get  
14 bogged down on something, I'll be happy to take a moment on the  
15 15th on the record, just to clarify anything that may have  
16 gotten lost in the shuffle today, and if for some reason you  
17 are not going to go forward on the 15th, and that hearing's  
18 going to be continued, I think we still have some other things  
19 on the 15th, although many of them are being moved as well.

20 The point is, I will be available if there's some need  
21 to have an on-the-record discussion of something that may come  
22 to your mind, either based upon what I read and announced  
23 today, and/or alternatively, when you see this markup.

24 I mean, I've got to say, my fear was that I would  
25 create confusion. If we didn't have COVID, and we had people,



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1 I probably would've invited people to sit around a table, and  
2 have a drafting committee meeting, and say, look, let's change  
3 this to this, and this to that. That's what I tried to do with  
4 my assistant, Ms. Thomas' help, and that's what you'll be  
5 looking at.

6 I also won't take offense if either side says, Judge,  
7 I think you're crazy. You shouldn't have stricken this  
8 provision; you should've left it the way we had it. And as  
9 long as it's not trying to persuade me of any substantive  
10 decision, I'm happy to have the conversation.

11 All right. With that, I -- unless someone desperately  
12 needs to be heard, I will take a moment to see. Anyone  
13 desperately need to be heard?

14 All right. I wish you Happy Holidays. Stay well, and  
15 thank you all for your time, and I will conclude the hearing,  
16 and thank my staff, and CourtCall.

17 MR. SLACK: Thank you.

18 MR. KAROTKIN: Thank you, Your Honor.

19 MR. DUBBS: Thank you, Your Honor.

20 (Whereupon these proceedings were concluded)

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I N D E X

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I, Linda Ferrara, certify that the foregoing transcript is a true and accurate record of the proceedings.

*Linda Ferrara*

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/s/ LINDA FERRARA, CET-656

eScribers

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Date: December 7, 2020

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